

B 210A (Form 210A) (12/09)

UNITED STATES BANKRUPTCY COURT
Southern District Of New York

In re Lehman Brothers Special Financing Inc.

Case No. 08-13888 (JMP)
(Jointly Administrator)

PARTIAL TRANSFER OF CLAIM OTHER THAN FOR SECURITY

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a). Transferee hereby gives evidence and notice pursuant to Rule 3001(e)(2), Fed. R. Bankr. P., of the partial transfer, other than for security, of the claim referenced in this evidence and notice.

Name of Transferee
MNC Partners, L.P.

Name of Transferor
Carillon Ltd.

Name and Address where notices to transferee
should be sent:

Court Claim # (if known): 66600 (amending
proof of claim number 28110)
Amount of Claim: USD 9,572,445.00
Date Claim Filed: May 5, 2010

MNC Partners, L.P. c/o EBF & Associates, L.P. 601 Carlson Parkway, Suite 200 Minnetonka, MN 55305 Attn: General Counsel With a copy to: Robert Scheininger Sidley Austin LLP 787 Seventh Avenue New York, New York 10019	Transferee Wire Instructions: MNC Partners, L.P. Correspondent Bank: Wells Fargo Bank, NA ABA: 121000248 Beneficiary Account Name: Trust Wire Clearing Beneficiary Account Number: 0000840245 FFC: acct# 23589000
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I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

By: Thomas G. Rock Date: May 17, 2010

Transferee/Transferee's Agent

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 & 3571.

EVIDENCE OF TRANSFER OF CLAIM

For good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, **Carillon Ltd.** ("Assignor") does hereby unconditionally and irrevocably sell, transfer and assign unto **MNC Partners, L.P.** ("Assignee") all rights, title and interest in and to the allowed claims of Assignor referenced as proof of claim number 28110 in the principal amount of \$9,572,445.00 plus all interest, fees and other amounts related thereto (the "Claim") against Lehman Brothers Special Financing Inc. (the "Debtor") whose Chapter 11 bankruptcy case is pending in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") (or any other court with jurisdiction over the bankruptcy proceedings) referred to as In re Lehman Brothers Special Financing Inc., Chapter 11 Case No. 08-13888. Notwithstanding the foregoing provisions in this paragraph, in no event shall the Assignor be construed as assigning to Assignee any rights or interests which Assignor may have to receive reimbursement of fees and expenses from any party other than the Debtor, its affiliates or any guarantor.

Assignor hereby waives any objection to the transfer of the Claim assigned herein (the "Assigned Claim") to Assignee on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Assignor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Assignor transferring to Assignee the Assigned Claim and recognizing the Assignee as the sole owner and holder of the Assigned Claim. Assignor further directs the Debtor, the Bankruptcy Court and all other interested parties that all further notices relating to the Assigned Claim, and all payments or distributions of money or property in respect of the Assigned Claim, shall be delivered or made to the Assignee.

ASSIGNOR:

CARILLON LTD.



Name: **Scott Aitken**
Title: **Director**



Name: **Connan Hill**
Title: **Director**

ASSIGNEE:

MNC PARTNERS, L.P.
By: Lydiard Partners II, L.P., its General Partner
By: Tanglewood Capital Management, Inc., its General Partner



Name: **Thomas G. Rock**
Its: **Authorized Signatory**

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ASSIGNOR:

CARILLON LTD.

ASSIGNEE:

MNC PARTNERS, L.P.
By: Lydiard Partners II, L.P., its General
Partner
By: Tanglewood Capital Management, Inc., its
General Partner

Name:

Title:

Name: Thomas G. Rock

Its: Authorized Signatory

Thomas G. Rock